

Lights of Lobethal SA Inc.



LIGHTS *of* LOBETHAL F E S T I V A L

Registration Number A40329

Constitution Approved 31/3/2022

PO Box 10 Lobethal South Australia 5241

Public Officer as at 31/3/2022 Mandy Hughes

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Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Ordinary Committee member means a member of the Committee who is not an office-bearer of the association.

Secretary means the person holding office under this Constitution as Secretary of the association.

the Act means the Associations Incorporation Act 1985.

the Regulation means the Associations Incorporation Regulations.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(c) the provisions of the Legislation Interpretation Act 2021 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

(3) In this Constitution:

(a) *Sponsor* means a person, organisation or business who provides funds, goods or services to the association in exchange for something the sponsor sees as beneficial, and who has a current signed sponsorship agreement with the association.

(4) In this Constitution:

(a) *Committee Meeting* is a meeting of the Management Committee (clause 23)

(b) *General Meeting* - is a meeting to which all the members are given notice (Part 6)

(c) *Special General Meeting* means a General Meeting of the association other than an Annual General Meeting (Part 6)

(d) *Annual General Meeting (AGM)* - held once a year, the AGM is a meeting to which all the members are given notice, where the Annual Report is presented, the Auditor is appointed and elections are held (Part 6)

(e) *Sub-Committee Meeting* - is a meeting of a Sub-Committee (clause 26)

(f) *Working Group Meeting* - is a meeting of a short term Working Group formed to carry out a particular task.

Part 2 Name

- 2 The name of the incorporated association is Lights of Lobethal SA Incorporated, hereinafter called 'the association'.

Part 3 Objects

3 The objects of Lights of Lobethal SA Incorporated are:

- (1) To celebrate the spiritual meaning of Christmas with local residents and businesses, surrounding communities, and interstate and international visitors;
- (2) To organise and hold the annual Lights of Lobethal Festival;
- (3) To encourage and support local residents and businesses to actively participate in the Festival;
- (4) To support activities which promote the community, social and economic development of the township of Lobethal;
- (5) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Part 4 Membership

4 Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person is 18 years or over, and
 - (c) the person declares themselves to be a resident of the township of Lobethal or immediate area, or
 - (d) the person declares themselves to be the owner or employee of or a contractor to a business based in the township of Lobethal or immediate area, or
 - (e) the person declares they have a strong connection to the township of Lobethal through business, family or previous residency, or
 - (f) the person has been appointed by a current Sponsor,
 - (g) and the person has applied and been approved for membership of the association in accordance with clause 5.

5 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - (b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary of the association.

- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and
 - (b) if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a member as the joining fee and annual membership fee, unless the person is appointed by a Sponsor, in which case no fees will apply.
- (3) The payment by an applicant of their Membership Fee will confirm their agreement to be bound by this Constitution and the associations' policies and procedures.
- (4) The Secretary must, on payment by the applicant of the amounts referred to in Subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a member of the association.

6 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least 1 month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under Subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The Secretary must establish and maintain a Register of Members of the association (whether in written or electronic form) specifying the name, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The Register of Members must be kept in South Australia:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address and in the Committee's online office.
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) If the Register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy.

10 Membership Fees

- (1) A member of the association must pay to the association an annual membership fee of \$10 or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

11 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

12 Resolution of disputes

- (1) In the case of a dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, the parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties

- (2) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (3) Where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

13 Disciplining of members

- (1) The Committee acting reasonably may from time to time establish codes of conduct, policies or procedures applicable to members about the development, maintenance and protection of the association's image, reputation, culture and property and each member must comply with these codes, policies and procedures.
- (2) A complaint may be made to the Committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, a code of conduct, policy or procedure; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (3) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (4) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make Submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any Submissions made by the member in connection with the complaint.
- (5) The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any Submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (6) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (7) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

14 Right of appeal of disciplined member

- (1) A member may appeal to the association in General Meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under Subclause (1), the Secretary must notify the Committee, which is to convene a General Meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a General Meeting of the association convened under Subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 5 The Committee

15 Powers of the Committee

Subject to the Act, the Regulations, this Constitution and any resolution passed by the association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

16 Composition and membership of Committee

- (1) The members shall elect the Committee at the Annual General Meeting under clause 15.
- (2) The office-bearer and other positions shall be elected by the Committee from within its membership by majority vote at the first Committee meeting following the Annual General Meeting.
- (3) The Committee is to consist of:
 - (a) the 4 office-bearers of the association, and
 - (b) between 5 and 8 ordinary Committee members
- (4) The minimum number of Committee members is to be 9 and the maximum 11.

- (5) The office-bearers of the association are as follows:
 - (a) the Chairperson,
 - (b) the Vice-Chairperson,
 - (c) the Treasurer,
 - (d) the Secretary.
- (6) A Committee member may hold only one office.
- (7) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (8) The maximum number of consecutive terms of office of any office-bearers on the Committee is 3.
- (9) Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election.
- (10) Committee members from organisations with a similar interests may, at the invitation of the Committee, attend and participate in Committee or other meetings subject to the association's rules, Code of Conduct and policies, but will not have voting rights.

17 Election of Committee members

- (1) A person nominated as a candidate for election as an ordinary Committee member of the association must be a member of the association.
- (2) Nominations of candidates for election at the Annual General Meeting as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of ordinary Committee members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the Committee directs.

18 Chairperson and Spokesperson

- (1) The Chairperson shall preside at all Committee or General meetings at which he or she is present.

- (2) The Chairperson shall be the official spokesperson for the association unless an alternative spokesperson has been appointed by the Committee.
- (3) The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two members of the Committee.

19 Secretary and Public Officer

- (1) The Secretary shall be the Public Officer of the association.
- (2) The Secretary and Public Officer must, with 21 days of election or appointment as Secretary and Public Officer, lodge notice with Consumer and Business Services of his or her address.
- (3) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a General Meeting, and
 - (c) all proceedings at Committee meetings and General Meetings.
- (4) It is the duty of the Secretary to:
 - (a) maintain the Register of Members
 - (b) conduct the official correspondence of the association
 - (c) convene all Committee and General meetings of the association in accordance with this Constitution
 - (d) prepare agendas for all meetings of the association
 - (e) be the custodian of and maintain all records of the association.

20 Treasurer

It is the duty of the Treasurer to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and
- (c) that a report setting out the current financial position of the association is provided to each Committee meeting, and
- (d) the Auditor's report is provided to members at the Annual General Meeting.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 Removal of Committee members

- (1) The association in General Meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in Subclause (1) relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the Chairperson may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and quorum

- (1) The Committee must meet at least 11 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Chairperson or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside, or
 - (b) if the Chairperson and the Vice-Chairperson are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

24 Appointment of association members as Committee members to constitute quorum

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the association as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

25 Use of technology at Committee meetings

- (1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing (Terms of Reference), delegate to one or more Sub-Committees (consisting of the member or members of the association that the Committee thinks fit, and by other members or persons as approved in its Term of Reference) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be

exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee will meet as set out in its Terms of Reference.

27 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee excluding the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding will exercise a deliberative vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

Part 6 General Meetings

28 Annual General Meetings - holding of

- (1) The association must hold its Annual General Meetings:
 - (a) within 3 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under the Act.

29 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

- (b) to receive from the Committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect Committee members,
 - (d) to receive and consider the Auditor's Report or any report required to be submitted to members under the Act
 - (e) to appoint the Auditor for the following year.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

30 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The Committee must, on the requisition of at least 5% of the total number of members, convene a Special General Meeting of the association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in Subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (6) For the purposes of Subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter

required under Subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

32 Quorum for General Meetings

- (1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) 15 members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 7) are to constitute a quorum.

33 Presiding member at General Meetings

- (1) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as Chairperson at each General Meeting of the association.
- (2) If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

34 Adjournment

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in Subclauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a General Meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - (b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under Subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

36 Ordinary and Special Resolutions

- (1) An ordinary resolution is a resolution passed by a simple majority at a Committee or General meeting.
- (2) A special resolution is a resolution passed at a duly convened meeting of the members of the association where at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and the resolution is passed by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person at that meeting.

37 Voting

- (1) On any question arising at a General Meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting will exercise a deliberative vote.
- (3) A member is not entitled to vote at any General Meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) For the purpose of voting at a particular General Meeting, a person will be regarded as a Member in accordance with clause 4 at the time that notice of the relevant meeting is given under clause 31. In the event of a dispute or ambiguity regarding a person's membership status, the Chairperson may determine whether that person is a Member and the Chairperson's decision will be final and binding.

38 Proxy votes

Proxy voting is not permitted at General or Committee meetings.

39 Postal or electronic ballots

The association may hold a postal or electronic ballot as the Committee determines to determine any issue or proposal.

40 Use of technology at General Meetings

- (1) A General Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 7 Miscellaneous

41 Insurance

The association will purchase and maintain insurance.

42 Association is non-profit

Subject to the Act and the Regulations, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

43 Financial year

The financial year of the association is 1st April to 31st March.

44 Funds - source

- (1) The funds of the association are to be derived from annual membership fees, donations, sales, sponsorships, grants and, subject to any resolution passed by the Committee, any other sources that the Committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45 Funds - management

- (1) Subject to any resolution passed by the association in General Meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the Committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

46 Signing of Minutes

Minutes of proceedings at a meeting must be signed in writing or electronic means by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

47 Custody of records

All records and other documents relating to the association must be kept in South Australia in the secure custody of the Secretary and Public Officer or a member of the association as determined by the Committee and must be handed over in good order within 7 days.

48 Inspection of records

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this Constitution,
 - (c) minutes of all Committee meetings and General Meetings of the association
 - (d) a hard copy of the Register of Members.
- (2) A member of the association may obtain a copy of any of the documents referred to in Subclause (1) on payment of a fee of not more than \$1 for each printed page.
- (3) Despite Subclauses (1) and (2), the Committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

49 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50 Common Seal

- (1) The association shall have a common seal upon which its name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minutes of the Association.
- (3) The affixing of the seal shall be witnessed by any two of the office-bearers.

51 Change of name, objects and Constitution

- (1) The rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes replacement by substitute rules.
- (2) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- (3) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- (4) An application for registration of a change in the association's name, objects or Constitution in accordance with the Act is to be made by the Public Officer.

52 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another local organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.